

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE: VEHICLE CARRIER SERVICES
ANTITRUST LITIGATION

This Document Relates To All Actions

Master Docket No.:13-3306(ES)(JAD)
(MDL No. 2471)

**PLAINTIFFS' PROPOSED STIPULATION AND ORDER REGARDING NON-
DISCOVERABILITY
OF CERTAIN EXPERT MATERIALS AND COMMUNICATIONS**

To manage expert discovery efficiently, the parties hereby stipulate and agree that the following provisions will apply to any Direct Purchaser, Automobile Dealer or End-Payor Action encompassed within Master Docket No. 13-3306 (individually, an "Action" and, collectively, the "Actions"):

1. "Expert witness" or "expert witnesses" means any witness required to provide a report under Fed. R. Civ. P. 26(a)(2)(B).

2. At the times provided by the Court or by subsequent stipulation of the parties as approved by the Court for the service of written expert reports or the conduct of expert depositions, the parties shall make all disclosures required by Fed. R. Civ. P. 26(a)(2)(B), as modified or limited by this Stipulation and Order, and depositions of experts under Fed. R. Civ. P. 26(b)(4) shall occur.

3. The following categories of documents or electronically stored information need not be disclosed by any party or expert witness and are outside the scope of permissible discovery (including deposition questions):

a. intermediate drafts of reports, studies, or work papers (including intermediate calculations, computations or data runs) and other intermediate draft materials

prepared by, for, or at the direction of an expert witness or a non-testifying expert or consultant unless the testifying expert witness has relied upon those drafts in connection with the expert witness's opinions in this matter;

b. notes prepared by expert witnesses, or employees working at the direction of those expert witnesses, in connection with the Actions, except to the extent the notes identify facts or data that the expert witness considered in forming the opinions to be expressed or identify assumptions that the expert witness relied on in forming the opinions to be expressed by such expert witness in the Actions; and

c. any oral, written, or other communications between or among expert witnesses, non-testifying experts or consultants, their staffs, assistants, colleagues, or associates, supporting firms, or one or more attorneys (or their staff) for the party or parties offering the testimony of the expert witness, except to the extent that the communications identify facts or data that the expert witness considered in forming the opinions to be expressed or identify assumptions that the expert witness relied on in forming the opinions to be expressed by such expert witness in the Actions.

2. Within three business days of any party serving expert witness reports in the Actions, the party or parties proffering the expert witness shall produce in the format prescribed in any stipulation or order regarding production of electronically stored information entered in the Actions: documents containing the facts, data or assumptions that the expert witness relied on in forming the opinions to be expressed by such expert witness, including but not limited to any empirical investigations, statistical models, multiple regression analyses, and statistical correlations performed by or at the direction of the expert witness to the extent that such expert witness. Such documents shall include, but are not limited to spreadsheets, computerized

regression analysis, or other underlying reports and schedules sufficient to reconstruct the expert witness's work, calculations, or analyses ("Expert Data").

3. Where documents have previously been produced as part of discovery, identification by control number is sufficient. As to other documents relied upon by the expert witness, documents that are identified in the expert witness's report and are publicly available need not be produced absent specific request.

SO ORDERED this ____ day of _____, 2014

Honorable Esther Salas, U.S. D.J.

Respectfully submitted,

/s/ Lauren Fenton-Valdivia
Lauren Fenton-Valdivia (035112011)
Lewis H. Goldfarb (LG5470)
Albert J. Pucciarelli (AP1040)
McELROY, DEUTSCH, MULVANEY &
CARPENTER, LLP
1300 Mount Kemble Avenue
P.O. Box 2075
Morristown, New Jersey 07962
Telephone: (973) 241-4224
LValdivia@mdmc-law.com
lgoldfarb@mdmc-law.com
apucciarelli@mdmc-law.com

Proposed Direct Purchaser Liaison Counsel

Manual John Dominguez
Christopher J. Cormier
COHEN MILSTEIN SELLERS & TOLL PLLC
2925 PGA Blvd Suite 204
Palm Beach Gardens, FL 33410
Telephone: (561) 833-6575
jdominquez@cohenmilstein.com

Kit Pierson
COHEN MILSTEIN SELLERS & TOLL PLLC
1100 New York Ave NW
Suite 500 West
Washington, DC 20005
Telephone: (202) 408-4600
kpierson@cohenmilstein.com

Steven A. Kanner
Michael J. Freed
Michael E. Moskovitz
FREED KANNER LONDON & MILLEN LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Telephone: (224) 632-4500
skanner@fklmlaw.com

Robert N. Kaplan
Richard J. Kilsheimer
Gregory K. Arenson
Lauren I. Dubick
KAPLAN FOX & KILSHEIMER LLP
850 Third Avenue, 14th Floor
New York, NY 10022
Telephone: (212) 687-1980
rkaplan@kaplanfox.com
rkilsheimer@kaplanfox.com
garenson@kaplanfox.com
ldubick@kaplanfox.com

William J. Pinilis
KAPLAN FOX & KILSHEIMER LLP
160 Morris Street
Morristown, NJ 07960
Telephone: (973) 656-0222
wpinilis@kaplanfox.com

Proposed Direct Purchaser Interim Co-Lead Counsel

Solomon B. Cera
C. Andrew Dirksen
GOLD BENNETT CERA & SIDENER LLP
595 Market Street, Suite 2300
San Francisco, CA 94105
Telephone: (415) 777-2230
scera@gbcslaw.com
cdirksen@gbcslaw.com

Joseph C. Kohn
Douglas A. Abrahams
William E. Hoese
KOHNSWIFT & GRAF, P.C.
One South Broad Street, Suite 2100
Philadelphia, PA 19107
Telephone: (215) 238-1700
jkohn@kohnsnswift.com
dabraahams@kohnsnswift.com
whoese@kohnsnswift.com

Lee Albert
Gregory B. Linkh
GLANCY BINKOW & GOLDBERG, LLC
122 East 42nd Street – Suite 2920
New York, NY 10168
Telephone: (212) 682-5340
lalbert@glancylaw.com
glinkh@glancylaw.com

W. Joseph Bruckner
Heidi M. Siltan
LOCKRIDGE GRINDAL NAUEN P.L.L.P.
Suite 2200
100 Washington Avenue South
Minneapolis, MN 55401
Telephone: (612) 339-6900
wbruckner@locklaw.com
hmsiltan@locklaw.com

Gregory P. Hansel
Randall B. Weill
Michael Kaplan
Jonathan G. Mermin
Michael S. Smith
PRETI, FLAHERTY, BELIVEAU &
PACHIOS LLP
One City Center, P.O. Box 9546
Portland, ME 04112-9546
Telephone: (207) 791-3000
ghansel@preti.com
rweill@preti.com
mkaplan@preti.com
jmermin@preti.com
msmith@preti.com

Eugene A. Spector
Jeffrey J. Corrigan
Jay S. Cohen
Rachel E. Kopp
SPECTOR ROSEMAN KODROFF
& WILLIS, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300
espector@srkw-law.com
jcorrigan@srkw-law.com
jcohen@srkw-law.com
rkopp@srkw-law.com

Additional Direct Purchaser Counsel

James E. Cecchi
Lindsey H. Taylor
CARELLA BYRNE CECCHI
OLSTEIN BRODY & AGNELLO, P.C.
5 Becker Farm Road
Roseland, New Jersey 07068
(973) 994-1700

*Proposed Interim Liaison Counsel
for End-Payor Plaintiffs*

Hollis Salzman
Meegan Hollywood
ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
601 Lexington Avenue, Suite 3400
New York, NY 10022
(212) 980-7400

Terrell W. Oxford
Warren T. Burns
Daniel H. Charest
Omar Ochoa
SUSMAN GODFREY LLP
901 Main Street, Suite 5100
Dallas, TX 75202-3775
(214) 754-1900

Joseph W. Cotchett
Steven N. Williams
COTCHETT, PITRE & McCARTHY, LLP
San Francisco Airport Office Center
840 Malcolm Road, Suite 200
Burlingame, CA 94010
(650) 697-6000

Proposed Interim Co-Lead Counsel for End-Payor Plaintiff

Peter S. Pearlman
COHN LIFLAND PEARLMAN HERRMANN & KNOPF LLP
Park 80 Plaza West-One
250 Pehle Ave., Suite 401
Saddle Brook, NJ 07663 Telephone:(201) 845-9600
psp@njlawfirm.com

Jonathan W. Cuneo
Joel Davidow
Katherine Van Dyck
Victoria Romanenko
Daniel Cohen
CUNEO GILBERT & LADUCA, LLP
507 C Street NE
Washington, D.C. 20002
Telephone:(202) 789-3960
Facsimile: (202) 789-1813
jcuneo@cuneolaw.com
joel@cuneolaw.com
kvandyck@cuneolaw.com
vicky@cuneolaw.com
danielc@cuneolaw.com

Don Barrett
David McMullan
Brian Herrington
BARRETT LAW GROUP, P.A.
404 Court Square
P.O. Box 927
Lexington, Mississippi 39095
Telephone:(662) 834-2488
Facsimile: (662) 834-2628
dbarrett@barrettlawgroup.com
bherrington@barrettlawgroup.com
dmcmullan@barrettlawgroup.com

Shawn M. Raiter
Paul A. Sand
LARSON • KING, LLP
2800 Wells Fargo Place
30 East Seventh Street
St. Paul, Minnesota 55101
Telephone:(651) 312-6500
Facsimile: (651) 312-6618
sraiter@larsonking.com
psand@larsonking.com

Proposed Automobile Dealer Plaintiff Interim Co-Lead Counsel and Liaison Counsel